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UNION CARBIDE CORPORATION

39 OLD RIDGEBURY ROAD

DANBURY, CT 06817-0001

January 1992

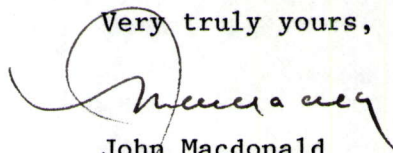
Utah Department of Natural Resources
Division of Oil, Gas and Mining
4241 State Office Building
Salt Lake City, Utah, 84114

RE: Utah Board of Oil, Gas and Mining and
Union Carbide Corporation and its
wholly-owned subsidiary Umetco Minerals Corporation
Mined-Lands Reclamation Contracts

Gentlemen:

Enclosed is the document required under the above agreement.

Very truly yours,


John Macdonald
Secretary

JM/mr

Enclosures: 1. Form 8 amending Union Carbide Corporation's Annual Report on
Form 10-K for the year ended December 31, 1990 (1)

FORM 8

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

RECEIVED

JAN 27 1992

AMENDMENT TO APPLICATION OR REPORT

Filed Pursuant to Section 12, 13, or 15(d) of ^{DIVISION OF}
OIL GAS & MINING

THE SECURITIES EXCHANGE ACT OF 1934

UNION CARBIDE CORPORATION
(Exact name of registrant as specified in charter)

AMENDMENT NO. 1

The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Annual Report on Form 10-K for the year ended December 31, 1990 ("Form 10-K") as set forth in the pages attached hereto:

1. Item 7. Managements' Discussion and Analysis of Financial Condition and Results of Operations.

The discussion under the caption "Costs Relating to Protection of the Environment" on page 44 of the Union Carbide Corporation 1990 Annual Report ("1990 Annual Report") incorporated by reference in Item 7 of the Form 10-K is amended by adding at the end thereof the new paragraph set forth as Exhibit A hereto.

2. Item 8. Financial Statements and Supplementary Data.

Note 20 of the Notes to Financial Statements of Union Carbide Corporation incorporated by reference in Item 8 of the Form 10-K from pages 67 and 68 of the Annual Report is amended by substituting for the last paragraph thereof the new paragraph set forth as Exhibit B hereto.

The report of KPMG Peat Marwick, independent accountants, as to such financial statements, as amended by Exhibit B, is filed as Exhibit C hereto.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

UNION CARBIDE CORPORATION

By John K. Wulff
JOHN K. WULFF
Vice President, Controller and
Principal Accounting Officer

Date: December 26, 1991

Exhibit A

UCC anticipates that future annual costs of environmental protection will continue after 1995 at comparable levels to the five-year average estimated expenses of \$200 million per year. Subject to the inherent imprecision in estimating such future costs, but taking into consideration UCC's experience to date regarding environmental matters of a similar nature and facts currently known, UCC has no knowledge of any unasserted claims which if asserted against UCC could result in future annual costs in excess of the five-year estimates stated above plus those costs anticipated thereafter, which excess would have a material adverse effect on UCC's consolidated financial position. However, such an excess, if any, could have a material adverse effect on consolidated results of operations in a given year.

Exhibit B

While it is impossible at this time to determine with certainty the ultimate outcome of any of the litigation referred to in this note, management believes that adequate provisions have been made for probable losses with respect thereto and that such ultimate outcome, after provisions therefor, will not have a material adverse effect on the consolidated financial position of the Corporation, but could have a material effect on consolidated results of operations in a given year. Should any losses be sustained in connection with any of the matters referred to in this note, in excess of provisions therefor, they will be charged to income in the future.

Independent Auditors' Report

To the Stockholders and Board of Directors of
Union Carbide Corporation

Under date of February 13, 1991, we issued our audit report on the consolidated balance sheet of Union Carbide Corporation and subsidiaries as of December 31, 1990 and 1989, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1990 that was incorporated by reference in the annual report on Form 10-K for the year 1990.

Union Carbide Corporation is amending its annual report on Form 10-K by substituting the attached last paragraph of Note 20 (Exhibit B) of the Notes to Financial Statements of Union Carbide Corporation on Pages 67 and 68 of the Union Carbide Corporation 1990 Annual Report for the corresponding paragraph in the original filing.

Our aforementioned audit report dated February 13, 1991 applies to the consolidated financial statements of Union Carbide Corporation and subsidiaries incorporated by reference in its annual report on Form 10-K as it is being amended.

Stamford, Connecticut
February 13, 1991

Consent of Independent Certified Public Accountants

The Board of Directors of
Union Carbide Corporation

We consent to the substitution of the attached last paragraph of Note 20 (Exhibit B) of the Notes to Financial Statements of Union Carbide Corporation for the corresponding paragraph previously filed by you as part of your report on Form 10-K for the fiscal year ended December 31, 1990 and to the use of our report dated February 13, 1991, incorporated by reference in said annual report after such substitution.

KPMG PEAT MARWICK

Stamford, Connecticut
December 19, 1991